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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

ZIPS CAR WASH, LLC, *et al.*,¹

Debtors.

)

) Chapter 11

)

) Case No. 25-80069-11 (MVL)

)

) (Jointly Administered)

)

**AGENDA FOR HEARINGS
ON MARCH 18, 2025, AT 2:00 P.M. CENTRAL TIME**

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors' federal tax identification numbers, are Zips Car Wash, LLC (3045); Express Car Wash Holdings, LLC (6223); Zips 2900 Wade Hampton, LLC (N/A); Zips 3107 N. Pleasantburg, LLC (N/A); Zips 6050 Wade Hampton, LLC (N/A); Zips Operating Holdings, LLC (2161); Zips Portfolio I, LLC (9999); Zips Portfolio II, LLC (1864); Zips Portfolio III, LLC (N/A) and Zips Portfolio IV, LLC (N/A). The location of Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 8400 Bellevue Drive, Suite 210, Plano, Texas 75024.

The above-captioned debtors (collectively, the “Debtors”) file their agenda for the matters set for hearing on **Tuesday, March 18, 2025, at 2:00 p.m. (prevailing Central Time)**, before the Honorable Michelle V. Larson, United States Bankruptcy Judge for the Northern District of Texas (the “Hearing”). The Debtors will ask the Court to consider the following matters:

I. Uncontested Matters:

A. Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Term Loan Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [Docket Nos. 21 and 22] (the “DIP Motion”)

i. Related Documents:

- a. Declaration of Kevin Nystrom in Support of Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Term Loan Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [Docket No. 23];***
- b. Declaration of Daniel Aronson in Support of Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral, (II) Granting Adequate Protection to the Prepetition Term Loan Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [Docket No. 24];***
- c. Certificate of Service re Debtors’ Disclosure Statement Motion and DIP Motion [Docket No. 45];***
- d. Notice of Revised Proposed Order Granting the Debtors’ DIP Financing Motion and Cash Collateral Motion [Docket No. 46];***

- e. *Interim Order (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition Term Loan Secured Parties Pursuant to Sections 361, 362, 363 and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing* [Docket No. 85];
 - f. *Notice of Cancellation of Hearing and Adjournment of Hearing on Certain Matters* [Docket No. 160]; and
 - g. *Notice of Second Revised Proposed Order Granting Debtors' DIP Financing Motion and Cash Collateral Motion* [Docket No. ____].
- ii. Response Deadline: February 28, 2025, for all parties other than the Official Committee of Unsecured Creditors (the "Committee"), and March 11, 2025, as to the Committee.
- iii. Responses:
- a. *United States Trustee's Objection to Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Term Loan Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* [Docket No. 133]; and
 - b. *Objection of the Official Committee of Unsecured Creditors to the Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Term Loan Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* [Docket No. 214].
- iv. Status: This matter will go forward on an uncontested basis.

B. *Debtors' Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [Docket No. 168] (the "Interim Compensation Motion")

i. Related Documents:

- a. *Notice of Hearing* [Docket No. 170];
- b. *Certificate of Service* re Interim Compensation Motion and OCP Motion [Docket No. 215]; and
- c. *Notice of Revised Proposed Order Granting Debtors' Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [Docket No. ____].

ii. Response Deadline: March 14, 2025.

iii. Status: This matter will go forward on an uncontested basis.

C. *Debtors' Motion for Entry of an Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 169] (the "OCP Motion")

i. Related Documents:

- a. *Notice of Hearing* [Docket No. 170];
- b. *Certificate of Service* re Interim Comp Motion and OCP Motion [Docket No. 215]; and
- c. *Notice of Revised Proposed Order Granting Debtors' Motion for Entry of an Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. ____].

ii. Response Deadline: March 14, 2025.

iii. Status: This matter will go forward on an uncontested basis.

II. Contested Matters:

A. ***Debtors' Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief [Docket No. 18] (the "Disclosure Statement Motion")***

i. Related Documents:

- a. *Declaration of Kevin Nystrom, Chief Transformation Officer of Zips Car Wash, LLC, in Support of Chapter 11 Petitions and First Day Motions [Docket No. 14];*
- b. *Disclosure Statement for the Joint Plan of Reorganization of Zips Car Wash, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 17];*
- c. *Certificate of Service re Debtors' Disclosure Statement Motion and DIP Motion [Docket No. 45];*
- d. *Notice of Revised Proposed Order Granting the Debtors' Disclosure Statement Motion [Docket No. 47];*
- e. *Notice of Cancellation of Hearing and Adjournment of Hearing on Certain Matters [Docket No. 160]; and*
- f. *Notice of Second Revised Proposed Order Granting Debtors' Disclosure Statement Motion [Docket No. ____].*

ii. Response Deadline: February 28, 2025, at 4:00 p.m. for all parties other than the Committee and March 11, 2025, as to the Committee.

iii. Responses:

- a. *United States Trustee's Objection to (A) Debtor's Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief and (B) Conditional Approval of Disclosure Statement for the Joint Plan of Reorganization of Zips Car Wash, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 135]; and*

b. *Objection of the Official Committee of Unsecured Creditors to (I) Conditional Approval of the Adequacy of Debtors' Disclosure Statement for Debtors' Joint Chapter 11 Plan and (II) Debtors' Motion for Approval of Solicitation and Notice Procedures* [Docket No. 213].

iv. Status: This matter will go forward on a contested basis as to certain of the U.S. Trustee's objections. The Objection by the Committee has been resolved.

III. Witness and Exhibit Lists

- A. United States Trustee's *Amended Witness and Exhibit List in Connection with Matters Set for Hearing on March 18, 2025* [Docket No. 211];
- B. *Debtors' Witness and Exhibit List for March 18, 2025, Hearings* [Docket No. 219]; and
- C. *Ad Hoc Term Lender Group's Witness and Exhibit List for March 18, 2025 Hearings* [Docket No. 220].

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Dated: March 17, 2025
Dallas, Texas

/s/ Jason S. Brookner

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Certificate of Service

I certify that on March 17, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Jason S. Brookner

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